



WORLDWIDE FIBER

Worldwide Fiber (USA) Inc.

1333 West 120th Avenue

Suite 216

Westminster, CO 80234

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REC'D TEL
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33 SEP 8 12 12
EXECUTIVE SECRETARY

JULIE R. HAWKINS
DIRECT (303) 450-5130 EXT. 126
JHAWKINS@WORLDWIDEFIBER.COM

September 7, 1999

Mr. David Waddell
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

99-00556

RE: Supplement of Worldwide Fiber Networks, Inc. in the Matter of its Application for a Certificate to Provide Facilities-Based Interexchange Services in Tennessee.

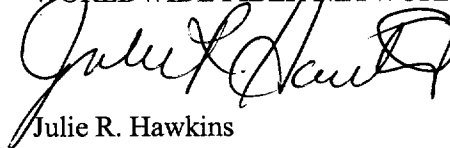
Dear Mr. Waddell:

Worldwide Fiber Networks, Inc. presents an original and thirteen (13) copies of the enclosed Application Supplement in the Matter of its Application for a Certificate to Provide Facilities-Based Interexchange Services in Tennessee.

An extra copy of this filing is enclosed to be date-stamped and returned to us in the self-addressed, postage paid envelope enclosed. If you have any questions regarding this Application Supplement, please contact the undersigned.

Respectfully submitted,

WORLDWIDE FIBER NETWORKS, INC.


Julie R. Hawkins

FILE

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the Matter of the Application of)
Worldwide Fiber Networks, Inc. for) No. 99-00556
A Certificate to Provide Facilities-Based) Application Supplement
Interexchange Services in Tennessee)

RECEIVED
Tennessee Regulatory Authority
SEP 8 11 12 AM
EXHIBIT 3

**APPLICATION SUPPLEMENT OF
WORLDWIDE FIBER NETWORKS, INC.**

Worldwide Fiber Networks, Inc. ("Worldwide Fiber") hereby submits this Supplement to its Application for a Certificate to Provide Facilities-Based Interexchange Services in Tennessee pursuant to the request of the Tennessee Regulatory Authority. In support of the Application Supplement, Worldwide Fiber provides the following information:

1. MANAGERIAL/TECHNICAL STAFF

In its original Application, Worldwide Fiber provided brief biographies of the senior management of the company.

2. LEDCOR INDUSTRIES

Ledcor Industries was founded in 1947 and has grown to become a large and respected North American construction company. Ledcor's Telecommunications Division is a leader in the design and installation of buried long distance fiber optic systems and has developed a patented rail-mounted system which has been used in various location throughout North America. Its experienced management team provides turnkey long distance telecommunications systems including planning, design, construction and maintenance.

3. WORLDWIDE FIBER'S PROPOSED NETWORK

The estimated cost of Worldwide Fiber's proposed network in Tennessee is currently being calculated and will be provided to the Commission as soon as it is available.

4. FINANCIAL STATEMENTS FOR TENNESSEE OPERATIONS

Worldwide Fiber has not prepared Tennessee-specific financial statements.

5. SENIOR DEBT FINANCING

Worldwide Fiber's Confidential Offering Memorandum is attached as Exhibit A to the original Supplemental Application. As it is in book form, only one copy of this exhibit is provided.

6. NOTICE OF AMENDED APPLICATION

Worldwide Fiber has not provided supplemental notice of its Amended Application for a certificate to offer only facilities-based interexchange services in Tennessee. Worldwide Fiber provided notice of its intent to offer local exchange and interexchange telecommunications services in Tennessee when it filed its original application in this proceeding. No incumbent local exchange provider or interexchange provider intervened or protested Worldwide Fiber's application at that time and it is unlikely that the provision of additional notice of Worldwide Fiber's intention to offer *only* interexchange telecommunications services will evoke any objection from any telecommunications carriers operating in Tennessee. Worldwide Fiber therefore requests exemption from any requirement to provide additional notice of the Amended Application.

7. Y2K COMPLIANCE

A letter detailing Worldwide Fiber's Y2K compliance is attached as **Exhibit B.**

8. SERVICE DATE

Worldwide Fiber has not set a date for the commencement of services in Tennessee.

9. GUARANTY OF FINANCIAL OBLIGATION

Verification that Worldwide Fiber will have all the assets of its parent company, Worldwide Fiber (USA), Inc., is attached as **Exhibit C.**

WHEREFORE, Worldwide Fiber respectfully submits this Application Supplement and requests approval of its Application for a Certificate to Provide Facilities-Based Interexchange Services in Tennessee.

WORLDWIDE FIBER NETWORKS, INC.

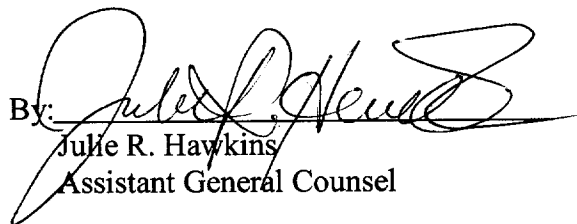
By: 
Julie R. Hawkins
Assistant General Counsel

EXHIBIT A

EXHIBIT B



WORLDWIDE FIBER

Worldwide Fiber (USA) Inc.

1333 West 120th Avenue

Suite 216

Westminster, CO 80234

Telephone: (303) 450-5130

Facsimile: (303) 450-6102

November 2, 1998

RE: Leduc Industries Limited Year 2000 Status

To Whom It May Concern:

Leduc Industries Limited has received a number of requests to identify our current status to minimize the effect of the year 2000 on our computer systems.

We started to work on our concerns with respect to the Year 2000 issues in February 1994. We examined all servers, desktop computers, operating systems and applications and found that much of our software and hardware was vulnerable to the Year 2000 problem.

We then examined the various options and decided that the best way to proceed was to replace all computer hardware, operating systems, and software with products that were Y2K compliant. All custom software was replaced with commercially available software that is Y2K compliant.

In March 1997, we began to systematically replace all of our servers, desktop computers, operating systems, and software with products that are Year 2000 compliant and completed the upgrades in December of 1997. Funding for these upgrades was provided from our normal operating budgets so we did not need to establish a separate Year 2000 budget, and did not have a material effect on the financial results of the company.

We continue to monitor and review existing systems and the on-line forms of the vendors to ensure that any Y2K problems that they discover and fixes that they provide are installed in Leduc's systems. We also ensure that any new systems are Year 2000 compliant. If during the reviews, any system proves to be non-compliant, it is replaced.

Our objective is to have no significant impact on our computer systems caused by the year 2000.

Sincerely,

*Julio Hauling, Asst. General Counsel, Worldwide Fiber Network
for Scott Atherton*

Scott Atherton
Manager Information Systems
Leduc Industries Limited

EXHIBIT C

VERIFICATION

STATE OF COLORADO

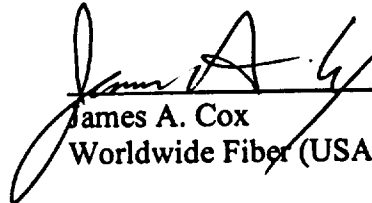
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COUNTY OF ADAMS

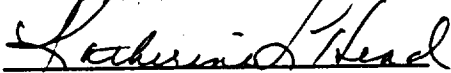
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James A. Cox, being first duly sworn, deposes and states that Worldwide Fiber Networks, Inc., as a wholly owned subsidiary, will have available to it all of the assets of its parent company, Worldwide Fiber (USA), Inc.


James A. Cox
Worldwide Fiber (USA), Inc.

Subscribed and sworn to before me on the 29 day of July, 1999



Notary Public
State of Colorado

My Commission expires: 1-9-2001